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November 28, 2006

VIA HAND DELIVERY

Honorable Richard M. Berman
United States District Court
Southern District of New York
500 Pearl Street
New York, New York 10007-1312

Re: Wilmington Trust Company, as Indenture Trustee v. Delphi Corporation et al.
Case No. 06-CV-6287 (RMB)

Final extension	Edward M. Fox
granted for filing	212.536.4812
opening brief to Jan. 10, 2007 (nearly	Fax: 212.536.3901
1 month more than originally requested).	efox@klmg.com
Att + responsible counsel would find	
that more than adequate + reasonable.	
SO ORDERED:	
Date: 11/29/06	Richard M. Berman
	Richard M. Berman, U.S.D.J.

USDC SDNY	DOCUMENT	ELECTRONICALLY FILED	DOC #:	DATE FILED: 11/29/06
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Dear Judge Berman:

Enclosed for Your Honor's review and approval is a stipulation extending the deadline for Wilmington Trust Company to file and serve its opening brief in the above-referenced appeal from November 30, 2006 to February 1, 2007.

The major stakeholders in the bankruptcy cases of Delphi Corporation and its affiliated debtors (collectively, the "Debtors") continue to engage in significant, ongoing, and confidential negotiations which, if successful, would obviate the need for the above-referenced appeal. Although Wilmington Trust Company and the Debtors are mindful that the Court shortened the requested adjournment in our second stipulation approved by the Court on October 25, 2006, the parties believe that the requested further extension is warranted in order to permit the parties to continue to focus their energies on reaching a comprehensive and consensual resolution of the Debtors' bankruptcy cases. Accordingly, the parties respectfully request that the Court approve the stipulation.

Wilmington Trust Company has appealed from the Bankruptcy Court's decision authorizing the Debtors to establish an attrition program for the benefit of certain of their unionized workers, and to grant General Motors Corporation ("GM") claims against Delphi Corporation in exchange for GM's financial assistance in implementing that program. Since the entry of the Order appealed from, the Debtors, GM, the Official Committee of Unsecured Creditors (of which Wilmington Trust Company is a member), the Official Committee of Equity Holders, representatives of the Debtors' six labor unions and potential new equity investors in the Debtors have been engaged in complex and protracted multi-party negotiations regarding the framework for a proposed plan of reorganization resolving the Debtors bankruptcy cases. The issues presented by this appeal, which relate to, among other things, the treatment of GM's multibillion dollar claims against Delphi Corporation in connection with the attrition program, are at the heart of these negotiations, along with a host of other business and financial issues that

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must be resolved in connection therewith in order to permit the Debtors' successful reorganization and obviate the need for this appeal.

Although many issues remain to be resolved, the parties have made significant progress in these multi-party negotiations. Accordingly, the parties are optimistic that, through continued diligence in negotiations, they will be able to reach agreement on a consensual plan of reorganization for the Debtors and, in the process, eliminate the need for this appeal. In order to facilitate the continuation of these multilateral discussions, the parties respectfully request that the Court approve the requested adjournment of the deadline for Wilmington Trust Company to file and serve its opening brief in this matter until February 1, 2006, as reflected in the enclosed stipulation.

If Your Honor has any questions concerning this request, we would be pleased to respond to them in such manner as the Court may deem appropriate.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Edward M. Fox'.

Edward M. Fox

EMF:ef

Enclosure

cc: John Wm. Butler, Esq. (via facsimile)
Albert L. Hogan, III, Esq. (via facsimile)
Babette A. Ceccotti, Esq. (via facsimile)
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